

Exhibit 1

**CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF NETWORKCAR.COM, INC.,
a Delaware Corporation**

NetworkCar.com, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

ONE: That resolutions were duly adopted by the Board of Directors of the Corporation setting forth proposed amendments to the Restated Certificate of Incorporation of the Corporation, and declaring said amendments to be advisable and recommended for approval by the stockholders of the Corporation, and that such resolutions provide that:

(a) The title of the Restated Certificate of Incorporation of the Corporation shall be amended and restated to read in full as "Restated Certificate of Incorporation of NetworkCar, Inc."; and

(b) The first paragraph of the Restated Certificate of Incorporation of the Corporation shall be amended and restated to read in full as follows: "FIRST: The name of the corporation (hereinafter called the 'Corporation') is NetworkCar, Inc."

TWO: That, thereafter, the stockholders of said Corporation approved such amendments by vote of the outstanding shares in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THREE: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOUR: That the capital of said Corporation shall not be reduced under or by reason of said amendment.

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